



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**Caption in Compliance with D.N.J. LBR 9004-2(c)**  
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Co-Counsel for the Class 10 Liquidation Trust

In re:

SHAPES/ARCH HOLDINGS L.L.C., *et al.*,  
  
Reorganized Debtors.

Chapter 11

Case No. 08-14631  
(Jointly Administered)

Judge: Hon. Gloria M. Burns

**CONSENT ORDER MODIFYING THE AUTOMATIC STAY AND THE PLAN  
INJUNCTION IN FAVOR OF STEPHEN BATTEL FOR THE LIMITED PURPOSE OF  
PERMITTING STEPHEN BATTEL TO PURSUE AN ACTION TO THE EXTENT OF  
INSURANCE**

The relief set forth on the following pages  
ORDERED.

**DATED: 4/28/2010**

  
\_\_\_\_\_  
Honorable Gloria M. Burns  
United States Bankruptcy Court Judge

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Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*,  
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WHEREAS, Stephen Battel, (the “Claimant”), filed an action in the Superior Court of New Jersey – Law Division, captioned *Stephen Battel v. Aluminum Shapes, LLC; John Does 1 - 10 (fictitious names); ABC Corporations 1 - 10 (fictitious names); jointly, severally or in the alternative* alleging counts of employment discrimination; and seeking a judgment in an amount in excess of \$250,000 (the “Action”); and

WHEREAS, Shapes/Arch Holdings L.L.C., Shapes LLC, Ultra LLC, Delair LLC, or Accu-Weld LLC (together, the “Debtors”) filed voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the United States Code, as amended (the “Bankruptcy Code”) on March 16, 2008 (the “Petition Date”) in the United States Bankruptcy Court for the District of New Jersey; and

WHEREAS, upon such filings, actions against the Debtors and their assets on account of pre-petition claims were barred by the automatic stay provisions of section 362 of the Bankruptcy Code; and

WHEREAS, the Claimant, by and through his counsel, filed seven proofs of claim in the bankruptcy cases on April 8, 2008, April 21, 2008, and April 28, 2008, in each alleging an unsecured claim against the Debtors in the amount of \$250,000; and

WHEREAS, the Debtors’ Third Amended Joint Plan of Reorganization (the “Plan”) was confirmed by Order of this Court dated July 24, 2008 (the “Confirmation Order”) and became effective on August 8, 2008 (the “Effective Date”); and

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WHEREAS, on the Effective Date of the Plan, the Class Liquidation 10 Trust (the “Trust”) came into existence, and pursuant to Sections 4.5, 5.2 and 5.3 of the Plan and Article IV of the Plan Administration Agreement (an exhibit to the Plan), the Trust, by its Trustee, Steven D. Sass, was empowered to, among other things, object to and resolve unsecured claims; and

WHEREAS, the Debtors, the Claimant and the Trust (together, the “Parties”) wish to consensually resolve any claims the Claimant may hold against the Debtors and/or the Trust and the property of each, including but not limited to claims asserted in the Action;

NOW, THEREFORE, it is hereby stipulated and agreed between the Debtors, the Claimant and the Trust as follows:

A. The automatic stay pursuant to 11 U.S.C. § 362(a) and the injunction provisions of the Plan and Confirmation Order are hereby modified in these cases to permit the Claimant to proceed with the Action, upon the terms set forth below.

B. The Claimant agrees that its recovery against the Reorganized Debtors, the Debtors’ estates and property shall be limited to the actual available proceeds, if any, of insurance, and shall be recoverable by the Claimant solely from the insurer and not from the Reorganized Debtors, the Debtors’ estates or any of the Debtors’ other assets. Except as otherwise set forth in this paragraph, the Claimant hereby releases the Debtors and their estates from any and all obligations, claims and demands of any kind, at law or in equity, arising out of, by reason of or relating to the Action or any other obligations, claims and demands of any kind

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that the Claimant may hold or assert against the Debtors or their estates as of the date of this Stipulation.

C. The Claimant acknowledges and agrees that it has no claims against the Trust, the Trustee or the assets of the Trust, and that it is not a beneficiary of the Trust and will not seek any distribution or recovery from the Trust. The Claimant hereby releases the Trust and the Trustee from any and all obligations, claims and demands of any kind, at law or in equity, arising out of, by reason of or relating to the Action or any other obligations, claims and demands of any kind that the Claimant may hold or assert against the Trust or the Trustee as of the date of this Stipulation.

D. This Stipulation contains the entire agreement by and among the Parties and all prior understandings or agreements between them, if any, are merged into this Stipulation.

E. This Stipulation and the obligations of the Parties are specifically subject to, and conditioned upon, the approval of the Stipulation by the Bankruptcy Court. If the Bankruptcy Court declines to approve the Stipulation, the provisions hereof shall be null, void and of no force and effect, and nothing contained herein shall be deemed an admission by any of the Parties.

F. This Stipulation may be signed in counterpart, and faxed copies of signatures shall be deemed originals for purposes of this Stipulation.

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G. This Stipulation shall be binding upon all successors and assigns of each of the Parties, and any subsequently appointed Chapter 11 trustee or chapter 7 trustee.

H. This Court shall retain jurisdiction to resolve disputes or controversies arising from or related to the terms of this Stipulation.

CONSENTED AS TO FORM AND ENTRY:

COZEN O'CONNOR, PC  
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